

LARGO HIGH BAND BOOSTERS, INC.
BY-LAWS

ARTICLE I

Name

This Corporation shall be known as Largo High Band Boosters, Inc., (hereafter referred to as the Corporation) a non-profit corporation.

ARTICLE II

Objectives

The objectives of this corporation are as follows:

This non-profit Florida corporation is organized exclusively to promote, enhance support and assist the instrumental music educational program at Largo High School and to provide additional music education and community service opportunities to Largo High School students through the Corporation's sponsorship and support of the Band of Gold, and other musical units now in being or which may be formed incidental to the instrumental music education program.

This Corporation is organized with the specific intent to qualify as an exempt organization under the provisions of Section 501 (c) (3) of the Internal Revenue Code. Contributions to this corporation are intended to qualify as charitable deductions under the provisions of Section 170 (c) (2) of the Internal Revenue Code.

The powers of the Corporation shall be limited as follows:

- A. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.
- B. The corporation shall not carry on propaganda or otherwise act to influence legislation.

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ARTICLE III

Meetings of Members

Section 1. Annual Meeting

The annual meeting of the membership of the Corporation shall be held at Largo High School, in the month of April, or at such time and date as set by the Board of Directors. The Election of the Board of Directors and Officers of the Corporation for the ensuing year shall occur at the annual meeting. Each elected Director and Officer shall take office immediately following the election.

Section 2. Power to Elect

The membership, at their annual meeting shall elect a President, a Vice President, a Secretary, and a Treasurer. Nominations for these positions shall come from the Nominating Committee and/or the floor at annual meeting of members.

Section 3. Regular Meetings

Regular meetings shall be held at least monthly during in-school session. The time and date of each regular meeting shall be determined by a majority vote of the membership at the first regular meeting of the school year.

Section 4. Special Meetings

At least five (5) days' notice shall be delivered either personally or by mail, by or at the direction of the President or Secretary, whether annual, regular, or special to each member of the corporation.

Section 6. Order of Business

The suggested order of business for all meetings shall be as follows:

- A. Call to order
- B. Reading, correction and the acceptance of minutes
- C. Report of the President

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- D. Report of the Treasurer
- E. Report of the Band Director
- F. Reports of committees
- G. Unfinished business
- H. New business/ election of officers
- I. Announcements
- J. Adjournment

Section 7. Quorum

Members (must be at least 25% of the membership) present at any regular meeting shall constitute a quorum for the transaction of business.

Section 8. Voting

Every member of the Corporation in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted for a vote at any meeting of the Members of the Corporation. Voting at duly held meeting shall be by voice vote.

ARTICLE IV

Board of Directors

Section 1. Number and Term of Directors

The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of four (4) to five (5) Board Members who shall be members of this Corporation. Each Director shall hold office for the term for which he/she is elected and until his/her successor is elected and qualified. Term in office shall be one year to commence at the time of the Annual Meeting. The Board of Directors may be increased or decreased by majority vote of the Board but shall not be less than four (4). A current Director or Officer, if elected, may succeed himself or herself.

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Section 2. Qualifications

The Board of Directors shall be comprised of members of this Corporation that are in good standing and are not paid members of the staff.

Section 3. Duties of the Board

The Board of Directors shall transact all business of Largo High Band Boosters, Inc. They shall determine the policies, fiscal matters, employment of staff, personnel policies and in general assume responsibility for the guidance of the affairs of the Corporation.

Section 4. Quorum

The presence of a majority of all Directors but shall not be less than three (3) will constitute a quorum to transact business at any Board of Directors meeting. The act of a majority of Directors when a quorum is present shall be the act of the Board of Directors. Electronic votes will be accepted as a person present at the meeting with clear understanding of the issue voted on.

Section 5. Time of Meeting

Regular meetings of the Board of Directors shall be held at least monthly. The annual meeting of the Board Directors shall be held immediately following the annual meeting of the members each year. The time and date of each Regular Board of Directors Meeting shall be determined by a majority vote of the Directors at the first Regular Board of Directors Meeting of the school year.

Section 6. Special Meetings

Unless otherwise specified Special Board of Directors Meetings may be held on the call of the President or by a majority of the Board of Directors. Notice of each special meeting shall be given to each Director not less than five (5) days before the meeting, unless the majority of Directors shall waive notice thereof before, at, or after the meeting.

Section 7. Vacancies

Vacancies in the Board Directors shall be filled by majority vote of the remaining Directors. Each person so elected to fill a vacancy shall remain a Director until his/her successor has been elected by a vote of the membership at the next Annual Meeting.

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Section 8. Removal of Directors, Officers, and/ or Staff

Any Director, Officer and/or staff member may be removed by majority vote of the Board of Directors when, in the judgement of the Board, the best interests of the Corporation will be served. Failure to attend three consecutive Regular Board of Directors meeting without a valid excuse shall result in immediate removal of a Director or Officer.

Section 9. Delegation of Powers

For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any Officer or Director to any other Officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Executive Committee

The Executive Committee of the Board of Directors shall be comprised of the elected officers of the Corporation.

Section 11. Investments

All investments of funds of the Corporation shall be first approved by the Board of Directors.

Section 12. Annual Reports

The President and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the Annual Meeting of the membership.

Sections 13. Responsibility

The Corporation shall hold harmless any Officer or Director for any loss or damage by reasons of acts of the Corporation, except in the case of personal negligence.

Section 14. Voting

Every member of the Board of Directors in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted for a vote at any meeting of the Board of Directors. Voting at duly held meeting shall be by voice vote.

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ARTICLE V

Officers

Section 1. Officers

The officers of this Corporation shall consist of the President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors.

Section 2. President

The President Shall:

- A. Preside at all meetings.
- B. Make all committee appointments, subject to approval of a majority vote of the Board of Directors, other than the Nominating Committee.
- C. Be a member ex-officio of all committees except the Nominating Committee.
- D. Be a chairman of the Executive Committee.
- E. Perform all other duties usually pertaining to the office of the President.

Section 3. Vice President

The Vice President shall:

- A. Preside at all meetings in the absence of the President.
- B. Receive and review all statements of funds and securities of the Corporation. If all are in order he/she will forward them to the Treasurer. In the event of a discrepancy he/she will call an immediate special meeting of the Board of Directors.

Section 4. Treasurer

The Treasurer shall:

- A. Deposit all monies of the Corporation in the name of Largo High Band Boosters, Inc., in a bank or banks selected and designated by the Board of Directors, subject to withdrawal for authorized purposes upon the signature of the President or the Treasurer.
- B. Be custodian of all funds and securities of the Corporation and collect interest thereon.
- C. Keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors, each regular meeting of the membership, at each Annual Meeting and special reports when requested.
- D. Give bond in such amount as the Board of Directors may require, the Corporation to pay the premium for such bond. The Board of Directors may waive the requirement for bond.

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- E. Place all securities and other valuable papers in a safe deposit box or vault, designated by the Board of Directors, which may be opened by the President or Treasurer.
- F. Furnish, at the discretion of the Board of Directors, records of accounts for an audit.
- G. Distribute monthly statements to all band and orchestra students.

Section 5. Secretary

The Secretary shall:

- A. Record and write up the minutes of all meetings.
- B. Send duplicate copy of minutes to the President at least five (5) days prior to the next meeting.
- C. Have custody of the seal of the Corporation, if such is obtained.
- D. Give notices of all meetings required by statutes, by-laws or resolutions.
- E. Take attendance record at all meetings and maintain a current membership roster.
- F. Maintain committee reports.
- G. Carry on correspondence of the Corporation as deemed necessary by the Board of Directors or the Executive Committee.
- H. Maintain records of all correspondence of the Corporation.
- I. Perform such other duties as may be delegated by the Board of Directors or the Executive Committee.

ARTICLE VI

Committees

Section 1. Nominating Committee

The President shall appoint a chairperson of the Nominating Committee in February of each year. The Board of Directors shall select two additional members for this committee, also in February. The Nominating Committee shall report on a recommended slate of Officers and Board Members for the ensuing year at the March meeting of the members.

Section 2. Executive Committee

The Executive Committee shall be composed of the elected Officers. The majority of the Executive Committee shall have full authority to take action in an emergency arising between regular meetings. They shall also assist the Band Director in formulating plans and making recommendations to the Board.

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Section 3. Other Committees

With the exception of the Nominating Committee, the membership of which is provided by these by-laws, the President shall make appointments to all appointive committees and the chairperson of each such committee shall be approved by the board of Directors.

ARTICLE VII

Staff

In furtherance of its purposes, the Board of Directors may employ or contract for consultants, music tutors, teachers, clerical help, secretarial help or other staff personnel. If an employee receives a Largo High supplement for services, the Board of Directors can pay salary for off-duty services such as Saturday events, practices for those events, and summer camps. The amount will be determined by the Board of Directors based on the funds available and can change if funds are not available.

ARTICLE VIII

Membership

Membership shall automatically be composed of the parents of all students that benefit from the support of this Corporation. Membership is extended to parents of recent graduates and such other persons who subscribe to the purposes of the Corporation by written application approved by the Board of Directors. Membership dues, if any, shall be determined by a 75 percent vote of the Board of Directors and approved by the majority of the membership at a regular meeting.

ARTICLE IX

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Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE X

Rules of Order

“Roberts Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these by-laws.

ARTICLE XI

Amendments

Only the Board of Directors may recommend amendments, revisions, additions, or repeal of these by-laws and/or adoption of new by-laws. Any of these actions shall require approval of a majority of the regular members of the Corporation present at any regular meeting, provided that notice of proposed alteration, amendment, revision, addition, or repeal of the by-laws or adoption of new by-laws shall have been given to the members of the Corporation at least four (4) weeks preceding the meeting.

ARTICLE XII

Dissolution

Upon the dissolution of Largo High Band Boosters, Inc., assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or to Largo High School, for a public purpose.

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Certificate

This will certify that the foregoing is a correct copy of the By-Laws of Largo High Band Boosters Inc. adopted by the Board of Directors in 1988 and passed at the meeting of the membership in 1988 and amended by the Board of Directors on September 6, 1994 and passed at the meeting of the membership on September 6, 1994.

Amended by the Board of Directors on November 7, 2001 and passed at the meeting of the membership on November 7, 2001.

Amended by the Board of Directors on February 20, 2006 and passed at the meeting of the membership on March 6, 2008.

Amended by the membership on May 24, 2018 and passed at the meeting of the membership on August 4, 2018.